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OST-96-1593-11

BEFORE THE  
U.S. DEPARTMENT OF TRANSPORTATION  
WASHINGTON, D.C.

DEPARTMENT OF TRANSPORTATION  
NOV 22 PM 1: 02  
DOCKET SECTION

Application of )

SUN EXPRESS GROUP, INC. )  
d/b/a DESTINATION SUN AIRWAYS )

Docket No. 47807

For a Certificate of Public Convenience )  
and Necessity under Section 401(d)(1) )  
of the Federal Aviation Act, as amended, )  
to engage in scheduled interstate and )  
overseas air transportation. )

SECOND SUPPLEMENT TO REQUEST  
TO TRANSFER A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

Communications with respect to this  
document should be sent to:

Victor M. Rivas  
President  
Conquest Sun Airlines, Inc.  
2215 Redwood Avenue  
Austin, Texas 78723

Guy T. Lindley  
President and General Manager  
Sun Express Group, Inc.  
2131 Hollywood Blvd., Suite 308  
Hollywood, Florida 33020

Curtis M. Coward, Esq.  
Thomas K. McGowan, Esq.  
**McGuire, Woods, Battle & Boothe**  
8280 Greensboro Drive, Suite 900  
McLean, Virginia 22102  
(703) 712-5355  
Counsel for Conquest Sun Airlines, Inc.

November 22, 1993

BEFORE THE  
U.S. DEPARTMENT OF TRANSPORTATION  
WASHINGTON, D.C.

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SECOND SUPPLEMENT TO REQUEST  
TO TRANSFER A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

Sun Express Group, Inc. ("Sun") and Conquest Sun Airlines, Inc. ("CSA")  
respectfully submit the following supplemental material to their request to transfer Sun's  
Certificate of Public Convenience and Necessity:

1. Attached as Exhibit 1 is the Administrative Services letter agreement between  
CSA and Conquest Airlines Corp. ("Conquest") which has been revised to state that  
Conquest holds 93% of the outstanding common stock of CSA.

2. Attached as Exhibit 2 is the Line of Credit letter agreement between CSA and  
Conquest which has also been revised to state that Conquest holds 93 % of the outstanding  
common stock of CSA.

WHEREFORE, for the foregoing reasons, Sun Express Group, Inc. and Conquest  
Sun Airlines, Inc. respectfully renew their request that the Department take expeditious

action to approve the transfer of Sun's Certificate of Public Convenience and Necessity to Conquest Sun Airlines, Inc. and find Conquest Sun Airlines, Inc. fit to provide scheduled air transportation services for persons, property and mail.

Respectfully submitted,

A handwritten signature in cursive script, reading "Thomas K. McGowan".

Curtis M. Coward, Esq.

Thomas K. McGowan, Esq.

**McGuire, Woods, Battle & Boothe**

8280 Greensboro Drive, Suite 900

McLean, Virginia 22 102

(703) 712-5355

Counsel for Conquest Sun Airlines, Inc.

November 22, 1993

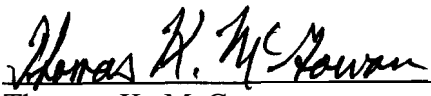
## CERTIFICATE OF SERVICE

I hereby certify that the foregoing Second Supplement to Request to Transfer a Certificate of Sun Express Group, Inc. and Conquest Sun Airlines, Inc. dated November 22, 1993 was served by first class mail, postage prepaid, to the following persons this 22nd day of November, 1993:

Mr. E. Nelson  
Broward County Aviation Dept.  
1400 Lee Wagoner Blvd.  
Ft. Lauderdale, Florida 33315

Mr. A. Werner  
Long Island - MacArthur Airport  
100 Arrival Avenue  
Ronkonkoma, New York 11779

Richard P. Taylor, Esq.  
**Steptoe & Johnson**  
1330 Connecticut Avenue, NW  
Washington, DC 20036  
(Counsel for Long Island - MacArthur Airport)

  
\_\_\_\_\_  
Thomas K. McGowan

## LIST OF EXHIBITS

<u>Description</u>	<u>Tab</u>
Administrative Services Agreement	1
Line of Credit	2

EXHIBIT 1

ADMINISTRATIVE SERVICES AGREEMENT

**CONQUEST AIRLINES CORP.**  
**2215 Redwood Avenue**  
**Austin, Texas 70723**

**October 19, 1993**

**Conquest Sun Airlines, Inc.**  
**2215 Redwood Avenue**  
**Austin, Texas 78723**

**Re: Administrative Services**

Gentlemen:

This letter will summarize our agreement with respect to the certain services to be provided by Conquest Airlines Corp. ("CAC") to Conquest Sun Airlines, Inc. ("CSA"). In connection with the issuance of 93% of the outstanding common stock of CSA to CAC, CAC hereby agrees to provide all services required of CSA in connection with advertising and publicity, travel and entertainment, accounting, and reservations and sales services (for up to 50,000 passengers per year) to CAC for an annual fee of \$640,792.

If the foregoing correctly summarizes our understanding, please sign your acknowledgement below.

**CONQUEST AIRLINES CORP.**

By: 

**CONQUEST SUN AIRLINES, INC.**

By: 

EXHIBIT 2

LINE OF CREDIT



**CONQUEST AIRLINES CORP.**  
2215 Redwood Avenue  
Austin, Texas 78723

October 19, 1993

Conquest sun Airlines, Inc.  
2215 Redwood Avenue  
Austin, Texas 78723

**Re: Financing Proposal**

**Gentlemen:**

This letter will summarize our agreement with respect to the financing to be provided by Conquest Airlines Corp. ("CAC") to Conquest Sun Airliner, Inc. ("CSA"). In consideration of the issuance of 93% of the outstanding common stock or CSA to CAC, CAC will provide CSA with up to \$2,000,000 of available funds, which CSA may request at any time. This agreement will expire five years from the date hereof (the "Credit Period"). At any time during the Credit Period, CSA may request, and CAC will be obligated to deliver, funds requested, so long as the outstanding principal balance of funds advanced does not exceed \$2,000,000. The outstanding principal balance of all advances will accrue interest at the rate of 8% per annum, payable on each anniversary of the date hereof.

If the foregoing correctly summarizes our understanding, please sign your acknowledgement below.

CONQUEST AIRLINES CORP.

By: 

CONQUEST SUN AIRLINES, INC.

By: 